

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT ☐

APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER LC Tribal 8H-21-46				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT				
4. TYPE OF WELL Oil Well <input checked="" type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164				
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 1420H626108			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee')						14. SURFACE OWNER PHONE (if box 12 = 'fee')				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') Uintah and Ouray			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input checked="" type="checkbox"/>				
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN		
LOCATION AT SURFACE		1520 FNL 1215 FWL		SWNW	21	4.0 S	6.0 W	U		
Top of Uppermost Producing Zone		1631 FNL 1775 FWL		SWNW	21	4.0 S	6.0 W	U		
At Total Depth		2200 FNL 800 FEL		SENE	21	4.0 S	6.0 W	U		
21. COUNTY DUCHESENE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 800			23. NUMBER OF ACRES IN DRILLING UNIT 640				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completion) 1200			26. PROPOSED DEPTH MD: 8900 TVD: 5920				
27. ELEVATION - GROUND LEVEL 7099			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used	0	0.0	0.0
Surf	12.25	9.625	0 - 1750	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown	230	3.16	11.0
							Halliburton Premium , Type Unknown	210	1.36	14.8
I1	8.75	7	0 - 6222	26.0	P-110 LT&C	9.2	Unknown	270	3.14	14.8
							Unknown	140	1.42	13.5
L1	6.125	4.5	0 - 8900	11.6	P-110 LT&C	9.5	No Used	0	0.0	0.0
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Venessa Langmacher			TITLE Senior Permit Analyst			PHONE 303 312-8172				
SIGNATURE			DATE 07/03/2012			EMAIL vlangmacher@billbarrettcorp.com				
API NUMBER ASSIGNED 43013515440000			APPROVAL							

Received: July 19, 2012

DRILLING PLAN

BILL BARRETT CORPORATION

LC Tribal 8H-21-46

SHL: SW NW, 1520' FNL and 1215' FWL, Section 21, T4S-R6W

BHL: SE NE, 2200' FNL and 800' FEL, Section 21, T4S-R6W

Duchesne Co., UT

Bill Barrett Corporation (BBC) intends to drill a horizontal through the prospective zone within the Uteland Butte.

1 - 3. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

HORIZONTAL LEG FORMATION TOPS

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	1,920'	1,920'
Surface casing	1,750'	1,750'
Mahogany	2,605'	2,605'
TGR3	3,700'	3,700'
Douglas Creek	4,510'	4,510'
3 PT Marker	4,885'	4,885'
Black Shale Facies	5,255'	5,255'
Castle Peak	5,495'	5,495'
*Uteland Butte	5,924'	5,822'
CR1A Base	6,050'	5,873'
TD	8,900'	5,920'

*PROSPECTIVE PAY

The Uteland Butte CR1 is the primary objective for oil/gas.

Base of Useable Water = 3,010'

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
12-1/4"	surface	1,750'	9 5/8"	36.0 ppf	J or K 55	ST&C	New
8 3/4"	surface	6,222'	7"	26.0 ppf	P-110	LT&C	New
6 1/8"	surface	8,900'	4 1/2" Liner with 4-1/2" Tieback for frac	11.6 ppf	P-110	LT&C	New

Received: July 03, 2012

5. **Cementing Program**

9 5/8" Surface Casing	Lead with approximately 230 sx Halliburton Light Premium cement with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx). TOC @ Surface Tail with 210 sx Premium 14.8 ppg (yield = 1.36 ft ³ /sx) calculated hole volume with 75% excess. TOC @ 1,250' Top out cement, if required: 100 sx of Premium cement with additives mixed at 15.8 ppg (yield = 1.17 ft ³ /sk)
7" Intermediate Casing	Lead with approximately 270 sx Tune Light cement with additives, mixed at 11.0 ppg (yield = 3.14 ft ³ /sx). TOC @ 1,250' Tail with approximately 140 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). TOC @ 4,327'
4 1/2" Liner with 4-1/2" Tieback to surface	The liner will either be cemented with 300 sx 13.5 ppg Econocem from TD to the TOL or uncemented with 14-16 open hole packers.
Note: Top of Tail cement for the intermediate string will be calculated to 100' above the KOP using gauge hole plus 50% excess. Lead to 200' inside of surface casing.	

6. **Mud Program**

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss (API filtrate)</u>	<u>Remarks</u>
40' – 1,750'	8.4 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
1,750' – 6,222'	8.8 – 9.2	26 – 36	NC	Fresh Water with sweeps
6,222' – TD	9.0 – 9.5	45 – 58	4 – 10	Fresh Water PHPA
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. **BOP and Pressure Containment Data**

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 1,750'	No pressure control required
1,750' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary and choke manifold to be rated @ 5000 psi;	
- Ancillary equipment and choke manifold rated at 5,000#. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up to operate most efficiently in this manner.	

8. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
- b) Inside BOP or stab-in valve (available on rig floor)
- c) Safety valve(s) and subs to fit all string connections in use
- d) Mud monitoring will be visually observed

9. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD with GR as needed to land wellbore;
WL Logging	None in intermediate
Note: FMI and CAL may be run on the lateral portion of the horizontal wellbore at the geologist's discretion.	

10. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 2924 psi* and maximum anticipated surface pressure equals approximately 1622 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A - (0.22 x TD)

11. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W.

12. Drilling Schedule

Location Construction: November 2012
Spud: November 2012
Duration: 25 days drilling time
25 days completion time

T4S, R6W, U.S.B.&M.

BILL BARRETT CORPORATION

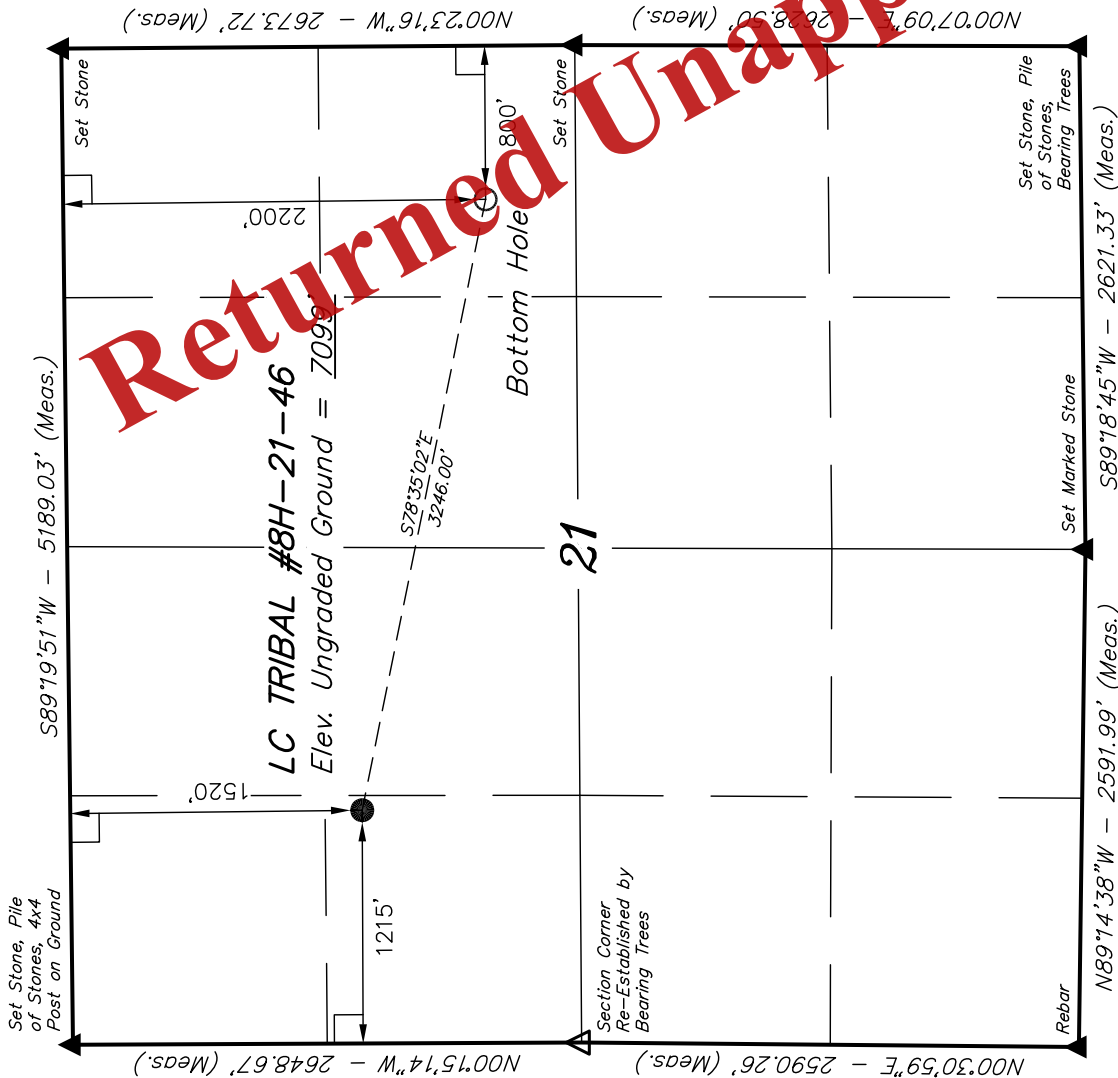
Well location, LC TRIBAL #8H-21-46, located as shown in the SW 1/4 NW 1/4 of Section 21, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



LEGEND:

— = 90° SYMBOL

● = PROPOSED WELL HEAD.

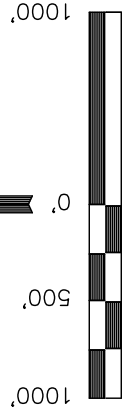
▲ = SECTION CORNERS LOCATED

△ = SECTION CORNERS

RE-ESTABLISHED.

(Not Set on Ground)

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°07'11.47" (40.119853)	LATITUDE = 40°07'17.74" (40.121594)
LONGITUDE = 110°33'40.81" (110.561336)	LONGITUDE = 110°34'21.78" (110.572717)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°07'11.62" (40.119894)	LATITUDE = 40°07'17.89" (40.121636)
LONGITUDE = 110°33'38.25" (110.560625)	LONGITUDE = 110°34'19.22" (110.572006)



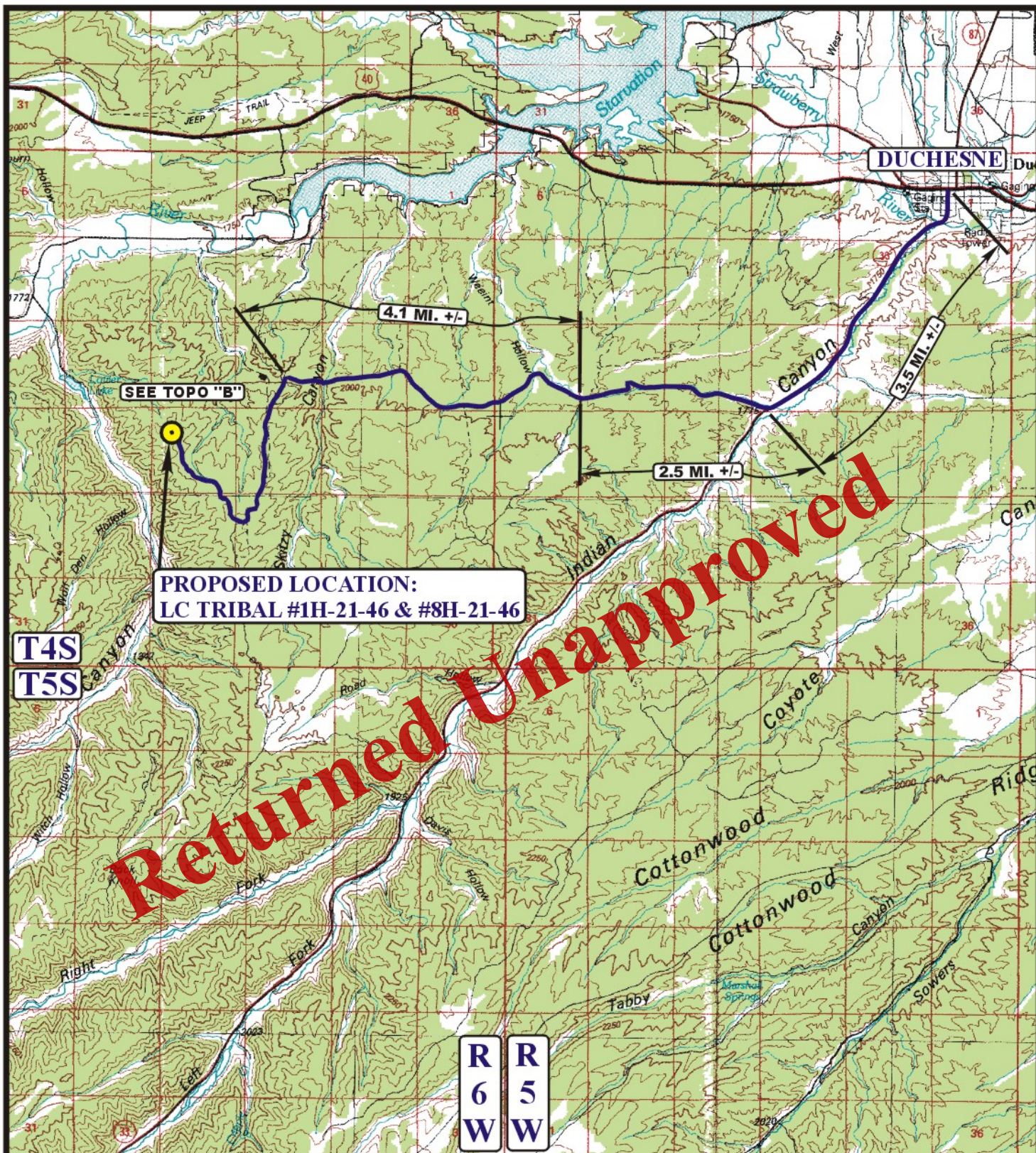
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE POINT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY CLOSE SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

STATE OF UTAH
REGISTERED LAND SURVEYOR
KAY
REGISTRATION NO. 161319
03-20-12
RECEIVED: 03-14-12 T.B.

UTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 11-23-11	DATE DRAWN: 01-18-12
PARTY C.A. T.B.	REFERENCES G.L.O. PLAT	
WEATHER COLD	FILE	
		BILL BARRETT CORPORATION



LEGEND:

PROPOSED LOCATION



Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

LC TRIBAL #1H-21-46 & #8H-21-46
 SECTION 21, T4S, R6W, U.S.B.&M.
 SW 1/4 NW 1/4

ACCESS ROAD
 M A P

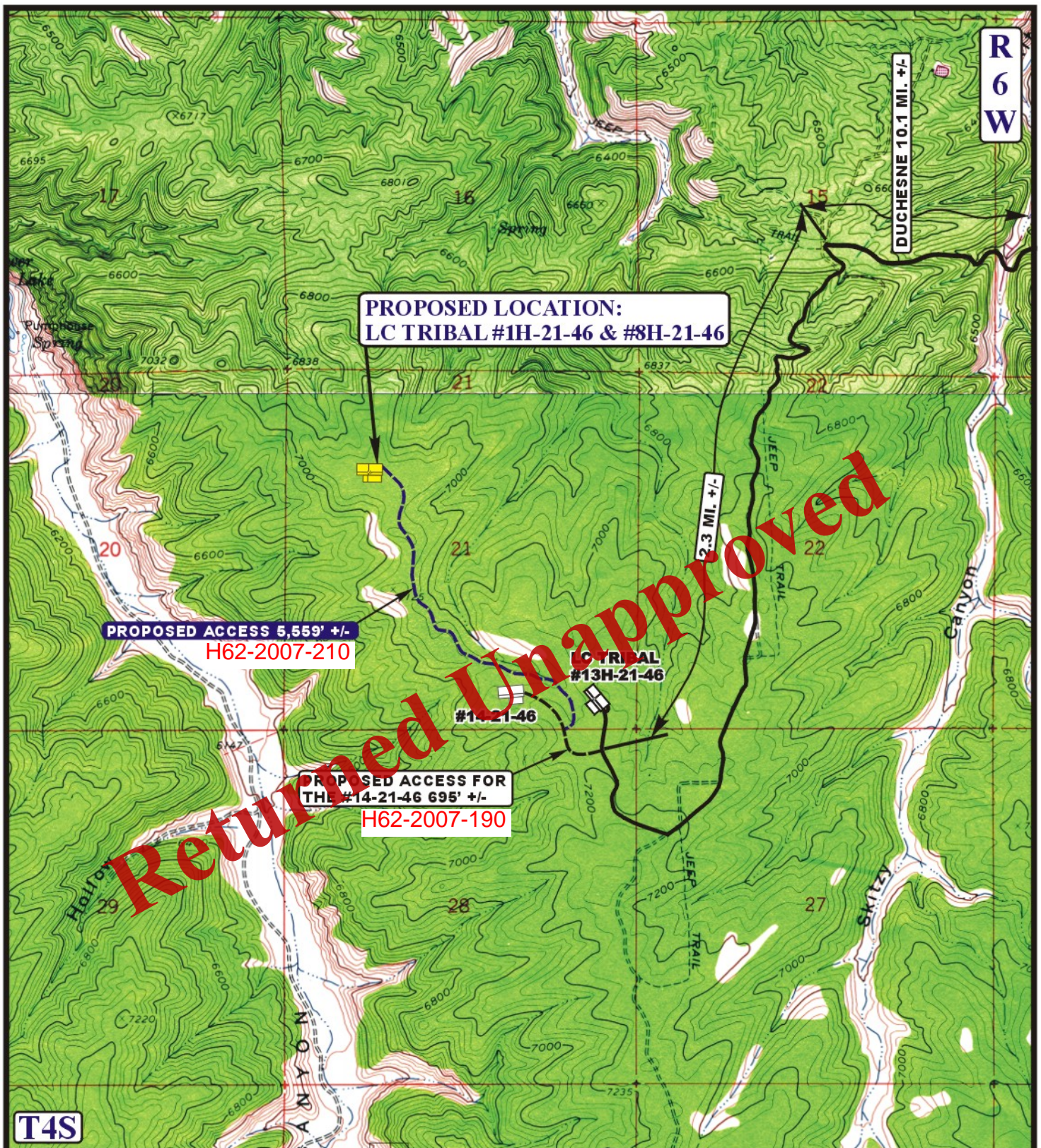
04 23 07
 MONTH DAY YEAR

SCALE: 1:100,000

DRAWN BY: A.A.

REV: 03-21-12 C.I.





LEGEND:

----- PROPOSED ACCESS ROAD
 ===== EXISTING ROAD

BILL BARRETT CORPORATION

LC TRIBAL #1H-21-46 & #8H-21-46
 SECTION 21, T4S, R6W, U.S.B.&M.
 SW 1/4 NW 1/4



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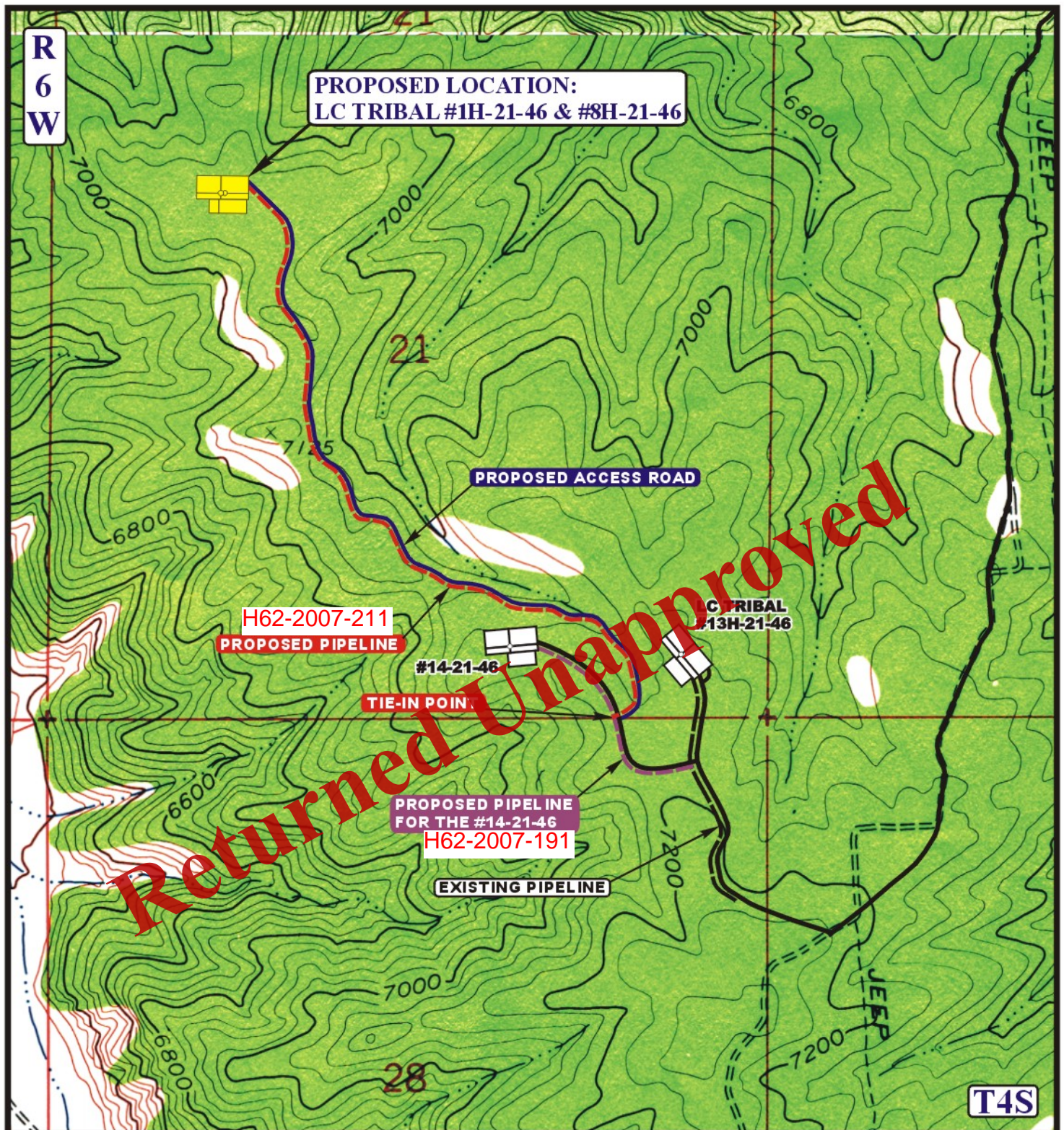


ACCESS ROAD
 M A P

04 23 07
 MONTH DAY YEAR

B
 TOPO

SCALE: 1" = 2000' DRAWN BY: A.A. REV: 03-21-12 C.I.



APPROXIMATE TOTAL PIPELINE DISTANCE = 5,515' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE
- - - - - PROPOSED PIPELINE (SERVICING OTHER WELLS)



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



BILL BARRETT CORPORATION

LC TRIBAL #1H-21-46 & #8H-21-46
SECTION 21, T4S, R6W, U.S.B.&M.
SW 1/4 NW 1/4

**TOPOGRAPHIC
MAP**

04 23 07
MONTH DAY YEAR

SCALE: 1" = 1000'

DRAWN BY: A.A.

REV: 03-21-12 C.I.





Bill Barrett Corporation

SITE DETAILS: 8H-21-46 LC Tribal
Lake Canyon

Site Latitude: 40° 7' 17.890 N
Site Longitude: 110° 34' 19.222 W

COMPANY DETAILS: BILL BARRETT CORP

Calculation Method: Minimum Curvature
Error System: ISCWSA
Scan Method: Closest Approach 3D
Error Surface: Elliptical Conic
Warning Method: Error Ratio

Positional Uncertainty: 0.0
Convergence: 0.59
Local North: True

WELL DETAILS: 8H-21-46 LC Tribal

Ground Level: 7099.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	652697.34	2259506.86	40° 7' 17.890 N	110° 34' 19.222 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
8H-21-46 LC Tribal PBHL	5920.0	-634.3	3182.8	40° 7' 11.618 N	110° 33' 38.250 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

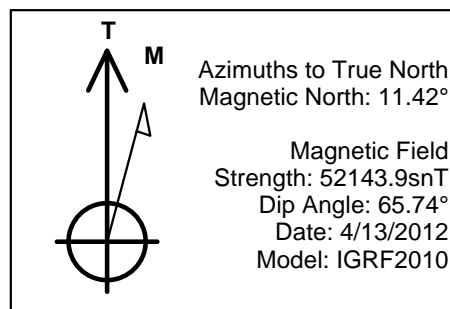
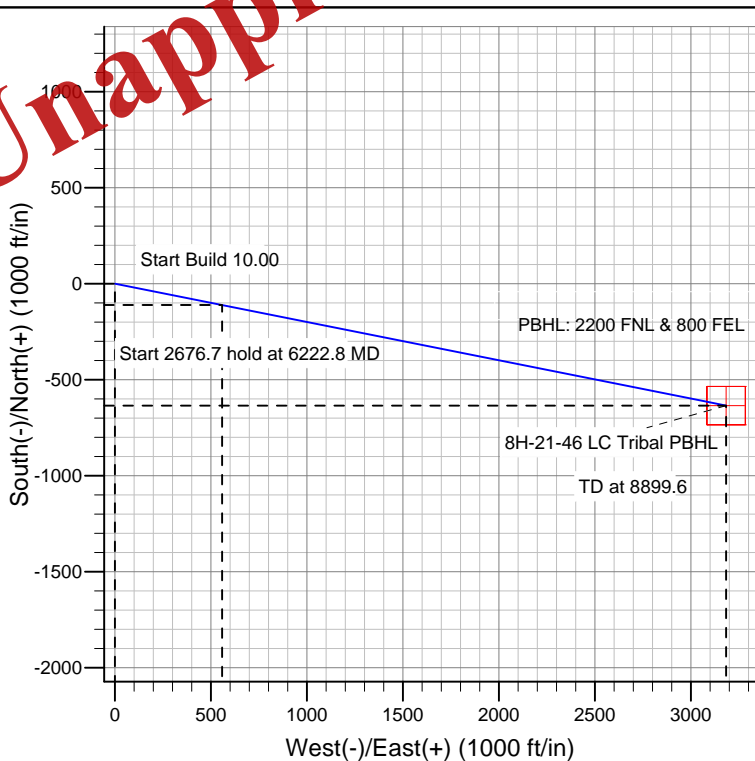
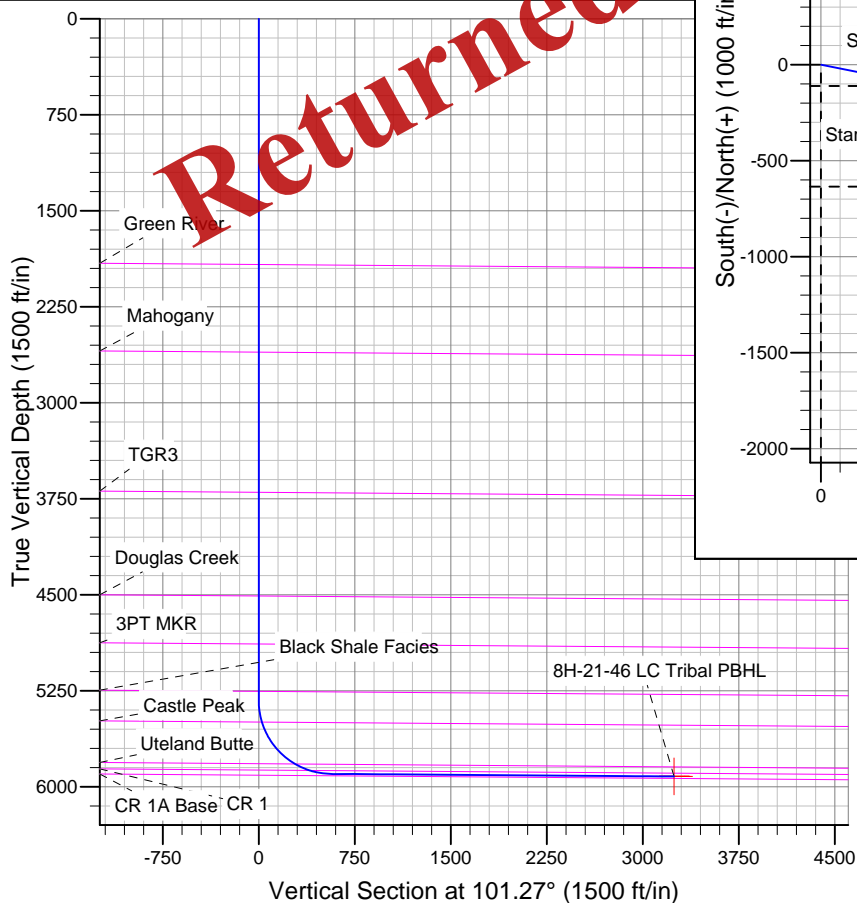
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	5327.1	0.00	0.00	5327.1	0.0	0.0	0.00	0.00	0.0	
3	6222.8	89.57	101.27	5900.0	-111.2	557.7	10.00	101.27	568.7	
4	8899.6	89.57	101.27	5920.0	-634.3	3182.8	0.00	0.00	3245.4	
5	8899.6	0.00	0.00	5920.0	-634.3	3182.8	0.00	180.00	3245.4	8H-21-46 LC Tribal PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
1920.0	1920.0	CR 1A Base
2605.0	2605.0	Green River
3700.0	3700.0	Mahogany
4510.0	4510.0	TGR3
4885.0	4885.0	Douglas Creek
5250.0	5250.0	3PT MKR
5497.7	5497.7	Black Shale Facies
5822.1	5924.8	Castle Peak
5873.0	6050.3	Uteland Butte
		CR 1

CASING DETAILS

No casing data is available



Received: July 03, 2012

BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)

8H-21-46 LC Tribal

8H-21-46 LC Tribal

8H-21-46 LC Tribal

Plan: Design #1

Standard Planning Report

13 April, 2012

Returned Unapproved

Received: July 03, 2012

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-21-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7115.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7115.0ft (Original Well Elev)
Site:	8H-21-46 LC Tribal	North Reference:	True
Well:	8H-21-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-21-46 LC Tribal		
Design:	Design #1		

Project	DUCHESNE COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site		8H-21-46 LC Tribal			
Site Position:		Northing:	652,697.35 ft	Latitude:	40° 7' 17.890 N
From:	Lat/Long	Easting:	2,259,506.86 ft	Longitude:	110° 34' 19.222 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.59 °

Well	8H-21-46 LC Tribal					
Well Position	+N/-S	0.0 ft	Northing:	652,697.34 ft	Latitude:	40° 7' 17.890 N
	+E/-W	0.0 ft	Easting:	2,259,506.86 ft	Longitude:	110° 34' 19.222 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	7,099.0 ft

Wellbore	8H-21-46 LC Tribal				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	4/13/2012	11.42	65.74	52,144

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD)	+N/-S	+E/-W	Direction
	(ft)	(ft)	(ft)	(°)
	0.0	0.0	0.0	101.27

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
5,327.1	0.00	0.00	5,327.1	0.0	0.0	0.00	0.00	0.00	0.00	
6,222.8	89.57	101.27	5,900.0	-111.2	557.7	10.00	10.00	0.00	101.27	
8,899.6	89.57	101.27	5,920.0	-634.3	3,182.8	0.00	0.00	0.00	0.00	
8,899.6	0.00	0.00	5,920.0	-634.3	3,182.8	0.00	0.00	0.00	180.00	8H-21-46 LC Tribal PI

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-21-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7115.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7115.0ft (Original Well Elev)
Site:	8H-21-46 LC Tribal	North Reference:	True
Well:	8H-21-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-21-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	0.00
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	0.00
1,100.0	0.00	0.00	1,100.0	0.0	0.0	0.0	0.00	0.00	0.00
1,200.0	0.00	0.00	1,200.0	0.0	0.0	0.0	0.00	0.00	0.00
1,300.0	0.00	0.00	1,300.0	0.0	0.0	0.0	0.00	0.00	0.00
1,400.0	0.00	0.00	1,400.0	0.0	0.0	0.0	0.00	0.00	0.00
1,500.0	0.00	0.00	1,500.0	0.0	0.0	0.0	0.00	0.00	0.00
1,600.0	0.00	0.00	1,600.0	0.0	0.0	0.0	0.00	0.00	0.00
1,700.0	0.00	0.00	1,700.0	0.0	0.0	0.0	0.00	0.00	0.00
1,800.0	0.00	0.00	1,800.0	0.0	0.0	0.0	0.00	0.00	0.00
1,900.0	0.00	0.00	1,900.0	0.0	0.0	0.0	0.00	0.00	0.00
1,920.0	0.00	0.00	1,920.0	0.0	0.0	0.0	0.00	0.00	0.00
Green River									
2,000.0	0.00	0.00	2,000.0	0.0	0.0	0.0	0.00	0.00	0.00
2,100.0	0.00	0.00	2,100.0	0.0	0.0	0.0	0.00	0.00	0.00
2,200.0	0.00	0.00	2,200.0	0.0	0.0	0.0	0.00	0.00	0.00
2,300.0	0.00	0.00	2,300.0	0.0	0.0	0.0	0.00	0.00	0.00
2,400.0	0.00	0.00	2,400.0	0.0	0.0	0.0	0.00	0.00	0.00
2,500.0	0.00	0.00	2,500.0	0.0	0.0	0.0	0.00	0.00	0.00
2,600.0	0.00	0.00	2,600.0	0.0	0.0	0.0	0.00	0.00	0.00
2,605.0	0.00	0.00	2,605.0	0.0	0.0	0.0	0.00	0.00	0.00
Mahogany									
2,700.0	0.00	0.00	2,700.0	0.0	0.0	0.0	0.00	0.00	0.00
2,800.0	0.00	0.00	2,800.0	0.0	0.0	0.0	0.00	0.00	0.00
2,900.0	0.00	0.00	2,900.0	0.0	0.0	0.0	0.00	0.00	0.00
3,000.0	0.00	0.00	3,000.0	0.0	0.0	0.0	0.00	0.00	0.00
3,100.0	0.00	0.00	3,100.0	0.0	0.0	0.0	0.00	0.00	0.00
3,200.0	0.00	0.00	3,200.0	0.0	0.0	0.0	0.00	0.00	0.00
3,300.0	0.00	0.00	3,300.0	0.0	0.0	0.0	0.00	0.00	0.00
3,400.0	0.00	0.00	3,400.0	0.0	0.0	0.0	0.00	0.00	0.00
3,500.0	0.00	0.00	3,500.0	0.0	0.0	0.0	0.00	0.00	0.00
3,600.0	0.00	0.00	3,600.0	0.0	0.0	0.0	0.00	0.00	0.00
3,700.0	0.00	0.00	3,700.0	0.0	0.0	0.0	0.00	0.00	0.00
TGR3									
3,800.0	0.00	0.00	3,800.0	0.0	0.0	0.0	0.00	0.00	0.00
3,900.0	0.00	0.00	3,900.0	0.0	0.0	0.0	0.00	0.00	0.00
4,000.0	0.00	0.00	4,000.0	0.0	0.0	0.0	0.00	0.00	0.00
4,100.0	0.00	0.00	4,100.0	0.0	0.0	0.0	0.00	0.00	0.00
4,200.0	0.00	0.00	4,200.0	0.0	0.0	0.0	0.00	0.00	0.00
4,300.0	0.00	0.00	4,300.0	0.0	0.0	0.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,400.0	0.0	0.0	0.0	0.00	0.00	0.00
4,500.0	0.00	0.00	4,500.0	0.0	0.0	0.0	0.00	0.00	0.00
4,510.0	0.00	0.00	4,510.0	0.0	0.0	0.0	0.00	0.00	0.00
Douglas Creek									
4,600.0	0.00	0.00	4,600.0	0.0	0.0	0.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-21-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7115.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7115.0ft (Original Well Elev)
Site:	8H-21-46 LC Tribal	North Reference:	True
Well:	8H-21-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-21-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,700.0	0.00	0.00	4,700.0	0.0	0.0	0.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,800.0	0.0	0.0	0.0	0.00	0.00	0.00
4,885.0	0.00	0.00	4,885.0	0.0	0.0	0.0	0.00	0.00	0.00
3PT MKR									
4,900.0	0.00	0.00	4,900.0	0.0	0.0	0.0	0.00	0.00	0.00
5,000.0	0.00	0.00	5,000.0	0.0	0.0	0.0	0.00	0.00	0.00
5,100.0	0.00	0.00	5,100.0	0.0	0.0	0.0	0.00	0.00	0.00
5,200.0	0.00	0.00	5,200.0	0.0	0.0	0.0	0.00	0.00	0.00
5,255.0	0.00	0.00	5,255.0	0.0	0.0	0.0	0.00	0.00	0.00
Black Shale Facies									
5,300.0	0.00	0.00	5,300.0	0.0	0.0	0.0	0.00	0.00	0.00
5,327.1	0.00	0.00	5,327.1	0.0	0.0	0.0	0.00	0.00	0.00
5,400.0	7.29	101.27	5,399.8	-0.9	4.5	4.6	10.00	10.00	0.00
5,497.7	17.06	101.27	5,495.2	-4.9	24.7	25.2	10.00	10.00	0.00
Castle Peak									
5,500.0	17.29	101.27	5,497.4	-5.1	23.4	23.9	10.00	10.00	0.00
5,600.0	27.29	101.27	5,589.8	-12.5	28.9	63.8	10.00	10.00	0.00
5,700.0	37.29	101.27	5,674.2	-22.9	114.9	117.1	10.00	10.00	0.00
5,800.0	47.29	101.27	5,748.1	-36.0	180.8	184.3	10.00	10.00	0.00
5,900.0	57.29	101.27	5,809.2	-51.5	258.3	263.3	10.00	10.00	0.00
5,924.8	59.77	101.27	5,827.1	-55.6	279.0	284.5	10.00	10.00	0.00
Uteland Butte									
6,000.0	67.29	101.27	5,855.6	-68.8	345.0	351.8	10.00	10.00	0.00
6,050.3	72.32	101.27	5,873.0	-78.0	391.2	398.9	10.00	10.00	0.00
CR 1									
6,100.0	77.29	101.27	5,886.0	-87.3	438.3	446.9	10.00	10.00	0.00
6,200.0	87.29	101.27	5,899.4	-106.7	535.3	545.9	10.00	10.00	0.00
6,222.8	89.57	101.27	5,900.0	-111.2	557.7	568.7	10.00	10.00	0.00
6,300.0	89.57	101.27	5,900.6	-126.2	633.4	645.9	0.00	0.00	0.00
6,400.0	89.57	101.27	5,901.4	-145.8	731.5	745.9	0.00	0.00	0.00
6,500.0	89.57	101.27	5,902.1	-165.3	829.5	845.8	0.00	0.00	0.00
6,600.0	89.57	101.27	5,902.9	-184.9	927.6	945.8	0.00	0.00	0.00
6,700.0	89.57	101.27	5,903.6	-204.4	1,025.7	1,045.8	0.00	0.00	0.00
6,800.0	89.57	101.27	5,904.3	-224.0	1,123.7	1,145.8	0.00	0.00	0.00
6,900.0	89.57	101.27	5,905.1	-243.5	1,221.8	1,245.8	0.00	0.00	0.00
7,000.0	89.57	101.27	5,905.8	-263.1	1,319.9	1,345.8	0.00	0.00	0.00
7,100.0	89.57	101.27	5,906.6	-282.6	1,417.9	1,445.8	0.00	0.00	0.00
7,200.0	89.57	101.27	5,907.3	-302.1	1,516.0	1,545.8	0.00	0.00	0.00
7,300.0	89.57	101.27	5,908.1	-321.7	1,614.1	1,645.8	0.00	0.00	0.00
7,400.0	89.57	101.27	5,908.8	-341.2	1,712.2	1,745.8	0.00	0.00	0.00
7,500.0	89.57	101.27	5,909.6	-360.8	1,810.2	1,845.8	0.00	0.00	0.00
7,600.0	89.57	101.27	5,910.3	-380.3	1,908.3	1,945.8	0.00	0.00	0.00
7,700.0	89.57	101.27	5,911.1	-399.9	2,006.4	2,045.8	0.00	0.00	0.00
7,800.0	89.57	101.27	5,911.8	-419.4	2,104.4	2,145.8	0.00	0.00	0.00
7,900.0	89.57	101.27	5,912.5	-439.0	2,202.5	2,245.8	0.00	0.00	0.00
8,000.0	89.57	101.27	5,913.3	-458.5	2,300.6	2,345.8	0.00	0.00	0.00
8,100.0	89.57	101.27	5,914.0	-478.0	2,398.6	2,445.8	0.00	0.00	0.00
8,200.0	89.57	101.27	5,914.8	-497.6	2,496.7	2,545.8	0.00	0.00	0.00
8,300.0	89.57	101.27	5,915.5	-517.1	2,594.8	2,645.8	0.00	0.00	0.00
8,400.0	89.57	101.27	5,916.3	-536.7	2,692.8	2,745.8	0.00	0.00	0.00
8,500.0	89.57	101.27	5,917.0	-556.2	2,790.9	2,845.8	0.00	0.00	0.00
8,600.0	89.57	101.27	5,917.8	-575.8	2,889.0	2,945.8	0.00	0.00	0.00
8,700.0	89.57	101.27	5,918.5	-595.3	2,987.0	3,045.8	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8H-21-46 LC Tribal
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 7115.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 7115.0ft (Original Well Elev)
Site:	8H-21-46 LC Tribal	North Reference:	True
Well:	8H-21-46 LC Tribal	Survey Calculation Method:	Minimum Curvature
Wellbore:	8H-21-46 LC Tribal		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
8,800.0	89.57	101.27	5,919.3	-614.9	3,085.1	3,145.8	0.00	0.00	0.00
8,899.6	0.00	0.00	5,920.0	-634.3	3,182.8	3,245.4	89.96	-89.96	0.00

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction	
1,920.0	1,920.0	Green River		0.43	101.27	
2,605.0	2,605.0	Mahogany		0.43	101.27	
3,700.0	3,700.0	TGR3		0.43	101.27	
4,510.0	4,510.0	Douglas Creek		0.43	101.27	
4,885.0	4,885.0	3PT MKR		0.43	101.27	
5,255.0	5,255.0	Black Shale Facies		0.43	101.27	
5,497.7	5,495.0	Castle Peak		0.43	101.27	
5,924.8	5,820.0	Uteland Butte		0.43	101.27	
6,050.3	5,870.0	CR 1		0.43	101.27	
	5,910.0	CR 1A Base		0.43	101.27	

Returned Unapproved

SURFACE USE PLAN

BILL BARRETT CORPORATION

LC Tribal 1H-21-46 & 8H-21-46 Multi Well Pad

<i>LC Tribal 1H-21-46 (formerly 5-21-46 DLB)</i>	<i>LC Tribal 8H-21-46</i>
1520' FNL & 1199' FWL, SW NW Sec 21, T4S-R6W (Surface) 800' FNL & 800' FEL, NE NE Sec 21, T4S-R6W (Btm hole)	1520' FNL & 1215' FWL, SW NW Sec 21, T4S-R6W (Surface) 2200' FNL & 800' FEL, SE NE Sec 21, T4S-R6W (Btm hole)

Tribal concurrences were approved for this wellpad and access road under ROW H62-2007-210 and an approved APD was issued for the 5-21-46 DLB on March 16, 2011. BBC has submitted a sundry notice to change the 5-21-46 DLB to be a horizontal well and change the name to the LC Tribal 1H-21-46. We are now proposing an additional horizontal well to be drilled from this pad, the LC Tribal 8H-21-46. No additional disturbance is being requested beyond what the current ROW allows and the BIA has approved a Categorical Exclusion for this additional well.

The excavation contractor would be provided with an approved copy of the surface use plan of operations before initiating construction.

1. Existing Roads:

- a. The proposed well site is located approximately 13.65 miles southwest of Duchesne, Utah. Maps and directions reflecting the route to the proposed well site are included (see Topographic maps A and B).
- b. A portion of the existing Bill Barrett Corporation maintained 7-21-46 would be utilized for access to the proposed location with no improvements anticipated.
- c. Project roads would require routine year-round maintenance to provide year-round access. Maintenance would include inspections, reduction of ruts and holes, maintenance to keep water off the road, replacement of surfacing materials, and clearing of sediment blocking ditches and culverts. Should snow removal become necessary, roads would be cleared with a motor grader and snow would be stored along the down gradient side to prohibit runoff onto the road. Aggregate would be used as necessary to maintain a solid running surface and minimize dust generation.
- d. Vehicle operators would obey posted speed restrictions and observe safe speeds commensurate with road and weather conditions. Travel would be limited to the existing access roads and proposed access road.
- e. The use of roads under State and Duchesne County Road Department maintenance are necessary to access the project area with no improvements proposed. No encroachment or pipeline crossing permits are required.

Received: July 03, 2012

- f. All existing roads would be maintained and kept in good repair during all phases of operation.

2. Planned Access Road:

- a. Approximately 5559 feet of existing/approved access road (ROW H62-2007-210) trending northwest is planned from the existing/approved 14-21-46 well site access road (ROW H62-2007-190) (see Topographic Map B).
- b. The planned access road would be constructed to a 30-foot ROW width with an 18-foot travel surface. See section 12.d. below for disturbance estimates.
- c. New road construction and improvements of existing roads would typically require the use of motor graders, crawler tractors, 10-yard end dump trucks, and water trucks. The standard methodology for building new roads involves the use of a crawler tractor or track hoe to windrow the vegetation to one side of the road corridor, remove topsoil to the opposing side of the corridor, and rough-in the roadway. This is followed by a grader or bulldozer to establish barrow ditches and crown the road surface. Where culverts are required, a track hoe or backhoe would trench the road and install the culverts. Some hand labor would be required when installing and tamping culverts. Road base or gravel in some instances would be necessary and would be hauled in and a grader used to smooth the running surface.
- d. The proposed road would be constructed to facilitate drainage, control erosion and minimize visual impacts by following natural contours where practical. No unnecessary side-casting of material would occur on steep slopes.
- e. A maximum grade of 10% would be maintained throughout the project with minimum cuts and fills, as necessary, to access the well.
- f. Excess rock from construction of the pad may be used for surfacing of the access road if necessary. Any additional aggregate necessary would be obtained from private or State of Utah lands in conformance with applicable regulations. Aggregate would be of sufficient size, type, and amount to allow all weather access and alleviate dust.
- g. Where topsoil removal is necessary, it would be windrowed (i.e. stockpiled/accumulated along the edge of the ROW and in a low row/pile parallel with the ROW) and re-spread over the disturbed area after construction and backfilling are completed. Vegetation removed from the disturbed area would also be re-spread to provide protection, nutrient recycling, and a seed source for reclamation.
- h. Turnouts are not proposed.

- i. A culvert will be installed at the pipeline tie-in on the main road to help control erosion in that area. No low-water crossings are anticipated. Adequate drainage structures, where necessary, would be incorporated into the remainder of the road to prevent soil erosion and accommodate all-weather traffic.
- j. No gates or cattle guards are anticipated at this time.
- k. Surface disturbance and vehicular travel would be limited to the approved location access road. Adequate signs would be posted, as necessary, to warn the public of project related traffic.
- l. All access roads and surface disturbing activities would conform to the appropriate standard, **no higher than necessary**, to accommodate their intended function adequately as outlined in the Bureau of Land Management and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, Fourth Edition – Revised 2007.
- m. The operator would be responsible for all maintenance needs of the new access road.

3. Location of Existing Wells (see One-Mile Radius Map):

- a. Following is a list of wells with surface hole locations within a one-mile radius of the proposed pad:

i. water wells	none
ii. injection wells	none
iii. disposal wells	none
iv. drilling wells	none
v. temp shut-in wells	none
vi. producing wells	two
vii. abandoned wells	two

4. Location of Production Facilities

- a. Surface facilities would consist of a wellhead, separator, gas meter, combustor, (1) 500 gal methanol tank, (1) 500 glycol tank, (3) 500 bbl oil tanks, (1) 500 bbl water tank, (1) 500 bbl test tank, (1) 1000 gal propane tank, a pumping unit or Roto-flex unit or ESP or gas lift unit, electrical or with a natural gas or diesel fired motor, solar panels, solar chemical and methanol pumps and one trace pump. See attached proposed facility diagram.
- b. Most wells would be fitted with a pump jack or Roto-flex unit or ESP or gas lift to assist liquid production. The prime mover for pump jacks or Roto-flex units would be small (100 horsepower or less), electric motor or natural gas or diesel fired internal combustion engines. If a gas lift is installed, it would be set on a 10 ft x 25 ft pad and the prime mover would be a natural gas-fired internal

combustion engine rated at 200 horsepower or less or an electric compressor of similar horsepower powered by electricity.

- c. The tank battery would be surrounded by a secondary containment berm of sufficient capacity to contain 1.1 times the entire capacity of the largest single tank and sufficient freeboard to contain precipitation. All loading lines and valves would be placed inside the berm surrounding the tank battery or would utilize catchment basins to contain spills. All liquid hydrocarbon production and measurement shall conform to the provisions of 43 CFR 3162.7-2 and Onshore Oil and Gas Order No. 4 for the measurement of oil.
- d. Gas meter run(s) would be constructed and located on lease within 500 feet of the wellheads. Meter runs would be housed and/or fenced. As practicably feasible, meters would be equipped with remote telemetry monitoring systems. All gas production and measurement shall comply with the provisions of 43 CFR 3162.7-3, Onshore Oil and Gas Order No. 5, and American Gas Association (AGA) Report No. 3.
- e. A combustor may be installed at this location for control of associated condensate tank emissions. A combustor ranges from 24 inches to 48 inches wide and is approximately 27 ft tall. Combustor placement would be on existing disturbance.
- f. Approximately 5515 feet of pipeline corridor (see Topographic Map C) containing up to three lines (one gas pipeline up to 8 inch in diameter, one water line up to 4 inch in diameter and one residue line up to 4 inch in diameter) is existing/approved (H62-2007-211) trending southeast to the existing/approved pipeline corridor for the 14-21-46 (ROW H62-2007-191). Pipelines would be constructed of steel, polyethylene or fiberglass and would connect to the pipeline servicing nearby BBC wells. The pipeline crosses entirely Ute Tribe surface.
- g. The new segment of gas pipeline would be surface laid within a 30 foot wide pipeline corridor adjacent to the proposed access road. See 12.d below for disturbance estimates.
- h. Construction of the ROW would temporarily utilize the 30 foot disturbed width for the road for a total disturbed width of 60 foot for the road and pipeline corridors. The use of the proposed well site and access roads would facilitate the staging of the pipeline construction.
- i. Pipeline construction methods and practices would be planned and conducted by BBC with the objective of enhancing reclamation and fostering the re-establishment of the native plant community.
- j. All permanent above-ground structures would be painted a flat, non-reflective color, such as Olive Black, to match the standard environmental colors. All facilities would be painted the designated color at the time of installation.

Facilities required to comply with the Occupational Safety and Health Act (OSHA) may be excluded.

- k. Site security guidelines identified in 43 CFR 3162.7-5 and Onshore Oil and Gas Order No. 3 would be adhered to. Any modifications to proposed facilities would be reflected in the site security diagram submitted.
- l. The site would require periodic maintenance to ensure that drainages are kept open and free of debris, and that surfaces are properly treated to reduce erosion, fugitive dust, and impacts to adjacent areas.

5. Location and Type of Water Supply:

- a. Water for the drilling and completion would be trucked from any of the following locations:

Water Right No. and Application or Change No.	Applicant	Allocation	Date	Point of Diversion	Source
43-180	Duchesne City Water Service District	5 cfs	8/13/2004	Knight Diversion Dam	Duchesne River
43-1202, Change a13837	Myton City	5.49 cfs and 3967 acre feet	3/21/1986	Knight Diversion Dam	Duchesne River
43-10444, Appln A57477	Duchesne County Upper Country Water	2 cfs	1994	Ditch at Source	Cow Canyon Spring
43-10446, Appln F57432	Duchesne County Upper Country Water	1.58 cfs	1994	Ditch at Source	Cow Canyon Spring
43-1273, Appln A17462	J.J.N.P. Company	7 cfs	1946	Strawberry River	Strawberry River
43-1273, Appln t36590	J.J.N.P. Company	4 cfs	6/03/2010	Strawberry River	Strawberry River
43-2505, Appln t37379	McKinnon Ranch Properties, LC	1.3 cfs	4/28/2011	Pumped from Sec, 17, T4SR6W	Water Canyon Lake
43-12415, Change A17215a	Peatross Ranch, LLC	1.89 cfs	09/2011	Dugout Pond	Strawberry River

- b. No new water well is proposed with this application.
- c. Should additional water sources be pursued they would be properly permitted through the State of Utah – Division of Water Rights.

- d. Water use would vary in accordance with the formations to be drilled but would be up to approximately 5.41 acre feet for drilling and completion operations.

6. Source of Construction Material:

- a. The use of materials would conform to 43 CFR 3610.2-3.
- b. No construction materials would be removed from the lease or EDA area.
- c. If any additional gravel is required, it would be obtained from a local supplier having a permitted source of materials within the general area.

7. Methods of Handling Waste Disposal:

- a. All wastes associated with this application would be contained and disposed of utilizing approved facilities.
- b. The reserve pit would be constructed so as not to leak, break or allow any discharge.
- c. The reserve would be lined with 12 mil (minimum) thickness polyethylene nylon reinforced liner material. The liner(s) would overlay straw, dirt and/or bentonite if rock is encountered during excavation. The liner would overlap the pit walls and be covered with dirt and/or rocks to hold them in place. No trash, scrap pipe, or other materials that could puncture the liner would be discarded in the pit. A minimum of two feet of free board would be maintained between the maximum fluid level and the top of the reserve pit at all times.
- d. To deter livestock from entering the pit, the three sides exterior to the location would be fenced before drilling starts. Following the conclusion of drilling and completion activities, the fourth side would also be fenced.
- e. Drill cuttings would be contained in the pit and buried on-site for a period not to exceed six months, weather permitting
- f. Produced fluids from the well other than water would be decanted into steel test tank(s) until such time as construction of production facilities is completed. Any oil that may be accumulated would be transferred to a permanent production tank. Produced water may be used in further drilling and completion activities, evaporated in the pit, or would be hauled to one of the state-approved disposal facilities below:

Disposal Facilities
1. RNI Industries, Inc. – Pleasant Valley Disposal Pits, Sec. 25, 26, 35 & 36, T4S-R3W
2. Pro Water LLC – Blue Bench 13-1 Disposal Well (43-013-30971) NENE, Sec. 13, T3S-R5W

Disposal Facilities
3. RN Industries, Inc. – Bluebell Disposal Ponds, Sec. 2, 4 & 9, T2S-R2W
4. Water Disposal, Inc. – Harmston 1-32-A1 Disposal Well (43-013-30224), UTR #00707, Sec. 32, T1S-R1W
5. Unified Water Pits – Sec. 31, T2S-R4W
6. Iowa Tank Line Pits – 8500 BLM Fence Road, Pleasant Valley
7. Western Water Solutions – Sand Pass Ranch, Sections 9 and 10, T4S-R1W, permit #WD-01-2011

- g. Any salts and/or chemicals, which are an integral part of the drilling system, would be disposed of in the same manner as the drilling fluid.
- h. Any spills of oil, condensate, produced or frac water, drilling fluids, or other potentially deleterious substances would be recovered and either returned to its origin or disposed of at an approved disposal site, most likely in Duchesne, Utah.
- i. Chemicals on the EPA's Consolidated List of Chemicals subject to reporting under Title III of the Superfund Amendments and Reauthorization Act of 1986 (SARA) may be used or stored in quantities over reportable quantities. In the course of drilling, BBC could potentially store and use diesel fuel, sand (silica), hydrochloric acid, and CO₂ gas, all described as hazardous substances in 40 CFR Part 302, Section 302.4, in quantities exceeding 10,000 pounds. In addition, natural gas condensate and crude oil and methanol may be stored or used in reportable quantities. Small quantities of retail products (paint/spray paints, solvents {e.g., WD-40}, and lubrication oil) containing non-reportable volumes of hazardous substances may be stored and used on site at any time. No extremely hazardous substances, as defined in 40 CFR 355, would be used, produced, stored, transported or disposed of in association with the drilling, testing or completion of the wells.
- j. Portable toilets and trash containers would be located onsite during drilling and completion operations. A commercial supplier would install and maintain portable toilets and equipment and would be responsible for removing sanitary waste. Sanitary waste facilities (i.e. toilet holding tanks) would be regularly pumped and their contents disposed of at approved sewage disposal facilities in Duchesne, and/or Uintah Counties, in accordance with applicable rules and regulations regarding sewage treatment and disposal. Accumulated trash and nonflammable waste materials would be hauled to an approved landfill once a week or as often as necessary. All debris and waste materials not contained in the trash containers would be cleaned up, removed from the construction ROW, well pad, or worker housing location, and disposed of at an approved landfill. Trash would be cleaned up everyday.
- k. Sanitary waste equipment and trash bins would be removed from the Project Area upon completion of access road or pipeline construction; following drilling and completion operations at an individual well pad; when worker housing is no longer needed; or as required.

- l. A flare pit may be constructed a minimum of 110' from the wellhead(s) and may be used during completion work. In the event a flare pit proves to be unworkable, a temporary flare stack or open top tank would be installed. BBC would flow back as much fluid and gas as possible into pressurized vessels, separating the fluids from the gas. In some instances, due to the completion fluids utilized within the Project Area, it is not feasible to direct the flow stream from the wellbore through pressurized vessels. In such instances BBC proposes to direct the flow to the open top tanks until flow through the pressurized vessels is feasible. At which point the fluid would either be returned to the reserve pit or placed into a tank(s). The gas would be directed to the flare pit, flare stack (each with a constant source of ignition), or may be directed into the sales pipeline.
- m. Hydrocarbons would be removed from the reserve pit as soon as practical. In the event immediate removal is not practical, the reserve pit would be flagged overhead or covered with wire or plastic mesh to protect migrating birds.

8. Ancillary Facilities:

- a. Garbage containers and portable toilets would be located on the well pad.
- b. On well pads where active drilling and completion is occurring, temporary housing would be provided on location for the well pad supervisor, geologist, tool pusher, and others that are required to be on location at all times. The well pad could include up to five single wide mobile homes or fifth wheel campers/trailers.
- c. A powerline corridor is not being applied for at this time.

Well Site Layout:

- a. The well would be properly identified in accordance with 43 CFR 3162.6.
- b. The pad layout, cross section diagrams and rig layout are enclosed (see Figures 1 and 2).
- c. The pad and road designs are consistent with industry specifications.
- d. The pad has been staked at its maximum size of 375 feet x 270 feet with an inboard reserve pit size of 200 feet x 80 feet x 8 feet deep. See section 12.d below for disturbance estimates.
- e. Within the approved well pad location, a crawler tractor would strip whatever topsoil is present and stockpile it along the edge of the well pad for use during reclamation. Vegetation would be distributed along the sides of the well pad.
- f. Fill from pit excavation would be stockpiled along the edge of the pit and the adjacent edge of the well pad.

- g. Use of erosion control measures, including proper grading to minimize slopes, diversion terraces and ditches, mulching, terracing, riprap, fiber matting, temporary sediment traps, and broad-based drainage dips or low water crossings would be employed by BBC as necessary and appropriate to minimize erosion and surface runoff during well pad construction and operation. Cut and fill slopes would be constructed such that stability would be maintained for the life of the activity.
- h. All cut and fill slopes would be such that stability can be maintained for the life of the activity.
- i. Diversion ditches would be constructed, if necessary, around the well site to prevent surface waters from entering the well site area.
- j. Water application may be implemented if necessary to minimize the amount of fugitive dust.
- k. All surface disturbing activities would be supervised by a qualified, responsible company representative who is aware of the terms and conditions of the APD and specifications in the approved plans.

10. Plan for Restoration of the Surface

- a. A site specific reclamation plan would be submitted, if requested, within 90 days of location construction to the surface managing agency.
- b. Site reclamation would be accomplished for portions of the well pad not required for the continued operation of the well on this pad within six months of completion, weather permitting.
- c. The operator would control noxious weeds along access road use authorizations and well site by spraying or mechanical removal, according to the Utah Noxious Weed Act and as set forth in the approved surface damage agreements.
- d. Rat and mouse holes would be filled and compacted from bottom to top immediately upon release of the drilling rig from location. Upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1. The reserve pit would be allowed to dry prior to the commencement of backfilling work. No attempts would be made to backfill the reserve pit until it is free of standing water. Once dry, the liner would be torn and perforated before backfilling.
- e. The reserve pit and that portion of the location not needed for production facilities/operations would be recontoured to the approximate natural contours. Areas not used for production purposes would be backfilled and blended into the surrounding terrain, reseeded and erosion control measures installed. Mulching, erosion control measures and fertilization may be required to achieve acceptable

stabilization. Back slopes and fore slopes would be reduced as practical and scarified with the contour. The reserved topsoil would be evenly distributed over the slopes and scarified along the contour. Slopes would be seeded with the Ute Tribe specified seed mix.

- f. Topsoil salvaged from the drill site and stored for more than one year would be placed at the location indicated on the well site layout drawing and graded to a depth optimum to maintain topsoil viability, seeded with the Ute Tribe prescribed seed mixture and covered with mulch for protection from wind and water erosion and to discourage the invasion of weeds.

11. Surface and Mineral Ownership:

- a. Surface ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.
- b. Mineral ownership – Ute Indian Tribe - 988 South 7500 East; Ft. Duchesne, Utah 84026; 435-725-4982.

12. Other Information:

- a. Montgomery Archeological Consultants has conducted a Class III archeological survey. A copy of the report is on file with the Bureau of Land Management by Montgomery as report 07-105 dated 04/27/2007.
- b. BBC would require that their personnel, contractors, and subcontractors to comply with Federal regulations intended to protect archeological and cultural resources.
- c. Project personnel and contractors would be educated on and subject to the following requirements:
 - No dogs or firearms within the Project Area.
 - No littering within the Project Area.
 - Smoking within the Project Area would only be allowed in off-operator active locations or in specifically designated smoking areas. All cigarette butts would be placed in appropriate containers and not thrown on the ground or out windows of vehicles; personnel and contractors would abide by all fire restriction orders.
 - Campfires or uncontained fires of any kind would be prohibited.
 - Portable generators used in the Project Area would have spark arrestors.

No additional disturbance will be required for the wellpad, access road and pipeline tribal ROW

Bill Barrett Corporation
Surface Use Plan
LC Tribal 1H-21-46 & 8H-21-46
Duchesne County, UT

OPERATOR CERTIFICATION

Certification:

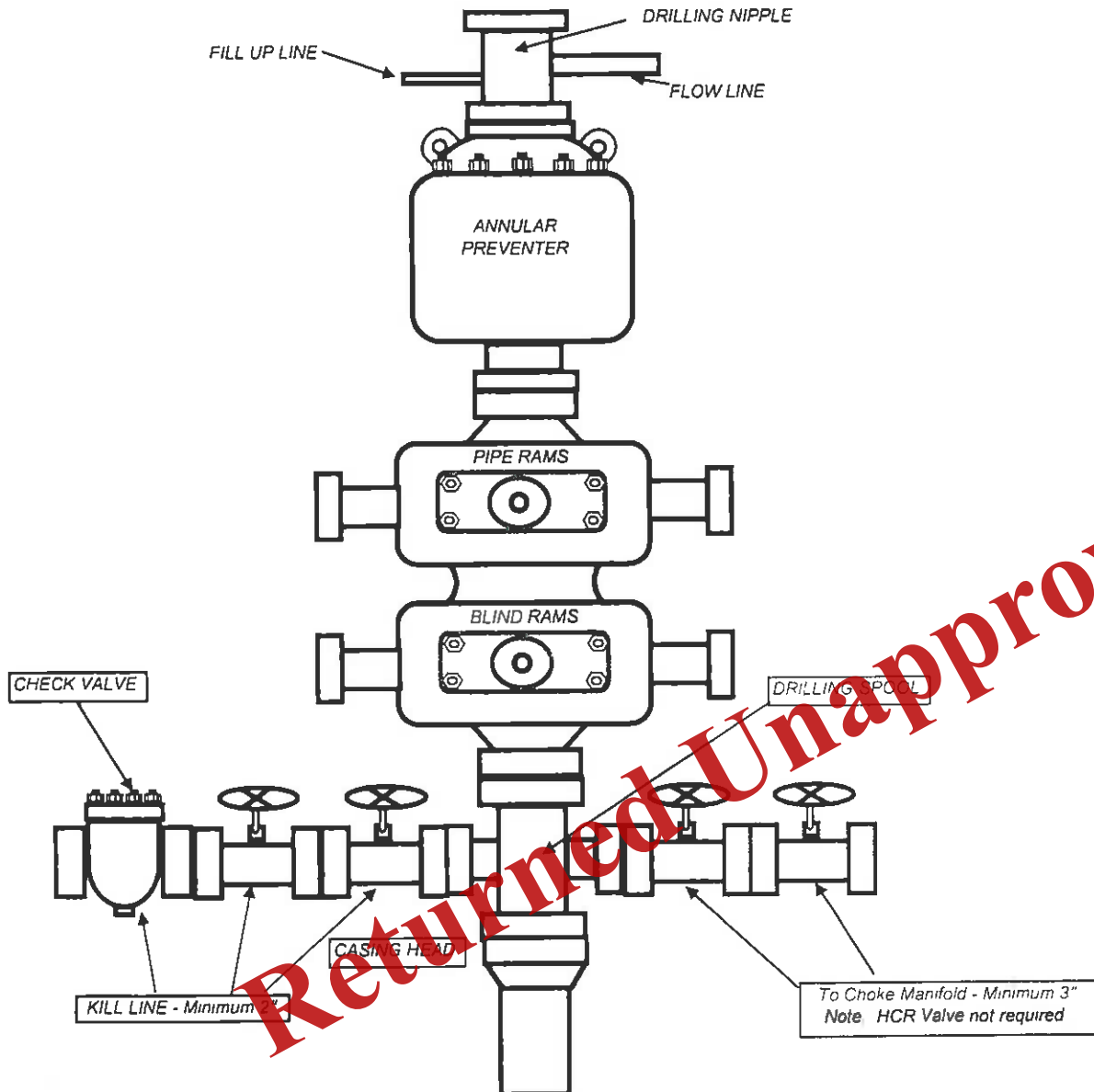
I hereby certify that I, or someone under my direction supervision, have inspected the drill site and access route proposed herein; that I am familiar with the conditions which currently exist; that I have full knowledge of state and Federal laws applicable to this operation; that the statements made in this APD package are, to the best of my knowledge, true and correct; and that the work associated with the operations proposed herein would be performed in conformity with this APD package and the terms and conditions under which it is approved. I also certify that I, or the company I represent, am responsible for the operations conducted under this application and that bond coverage is provided under Bill Barrett Corporations federal nationwide bond. These statements are subject to the provisions of 18 U.S.C. 1001 for the filings of false statements.

Executed this 14th day of May 2012
Name: Venessa Langmacher
Position Title: Senior Permit Analyst
Address: 1099 18th Street, Suite 2300 Denver, CO 80202
Telephone: 303-312-8172
E-mail: vlangmacher@billbarrettcorp.com
Field Representative Kary Eldredge / Bill Barrett Corporation
Address: 1826 W Highway 40, Roosevelt, UT 84066
Telephone: 435-724-3515 (office); 435-724-6789 (mobile)
E-mail: keidredge@billbarrettcorp.com

Venessa Langmacher
Venessa Langmacher, Senior Permit Analyst

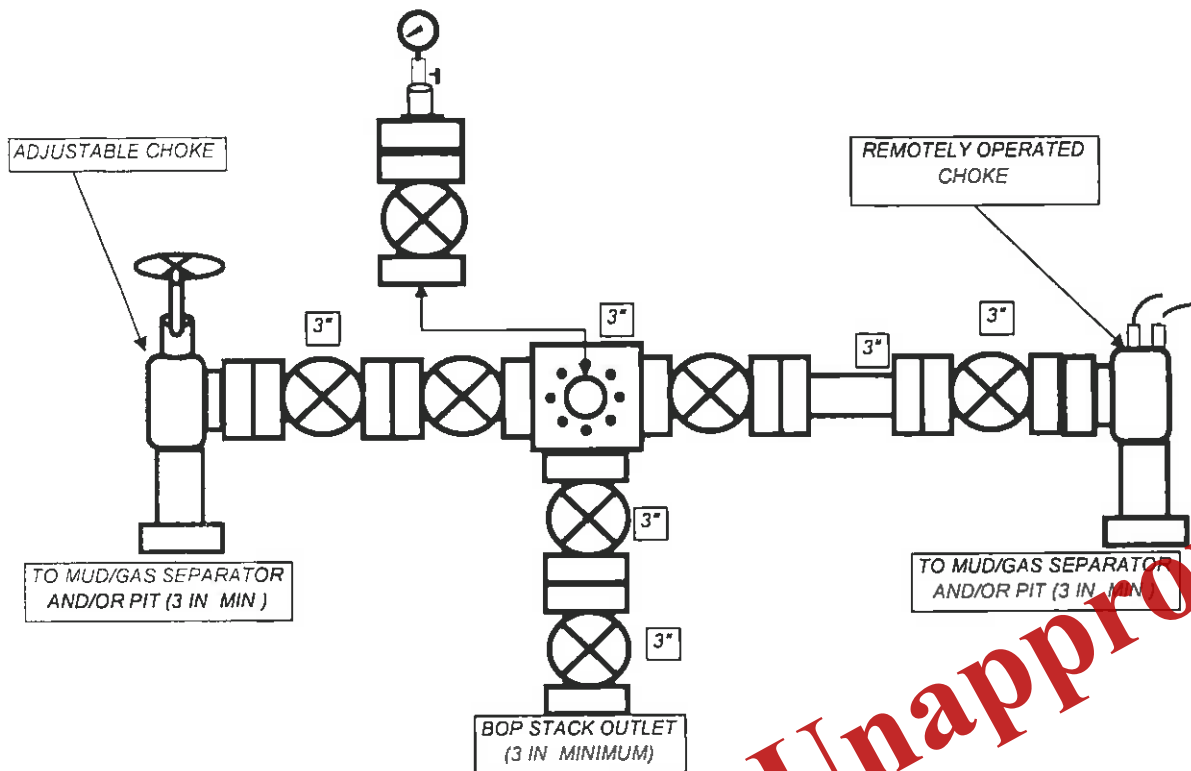
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





Bill Barrett Corporation

May 14, 2012

Ms. Diana Mason, Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

**RE: Horizontal Drilling
LC Tribal # 8H-21-46
Section 21, T4S-R6W, U.S.B.&M.
Duchesne County, Utah**

**Surface Hole Location: 1520' FNL & 1215' FWL, SWNW, 21-T4S-R6W, USB&M
Bottom Hole Location: 2200' FNL & 800' FEL, SENE, 21-T4S-R6W, USB&M**

Dear Ms. Mason:

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill ("APD") regarding the above-referenced well, we are hereby submitting this letter in accordance with Oil & Gas Conservation Order 139-87 pertaining to a 640 acre spacing unit for a horizontal or vertical well.

- Tribal Exploration and Development Agreement #14-20-H62-5500, which includes all of the subject Section 21 and other lands, allows for the drilling of the #8H-21-46 well.
- BBC has drilled the 7-21-46 DLB Well and earned BIA Lease #14-20-H62-6108 covering 640 acres being further described in the Exploration and Development Agreement.
- The LC Tribal #8H-21-46 will be perforated no less than 660 feet from the Section 21 Tribal Lease boundary, in accordance with UDOGM Order #139-87.

Based on the information provided, BBC requests that the permit be granted pursuant to Order #139-87. If you should have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

BILL BARRETT CORPORATION

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100

Received: July 03, 2012

Received: July 03, 2012

1" = 40'
X-Section
Scale
1" = 100'

BILL BARRETT CORPORATION

TYPICAL CROSS SECTIONS FOR

LC TRIBAL #1H-21-46 & #8H-21-46

SECTION 21, T4S, R6W, U.S.B.&M.

SW 1/4 NW 1/4

FIGURE #2

DATE: 04-20-07

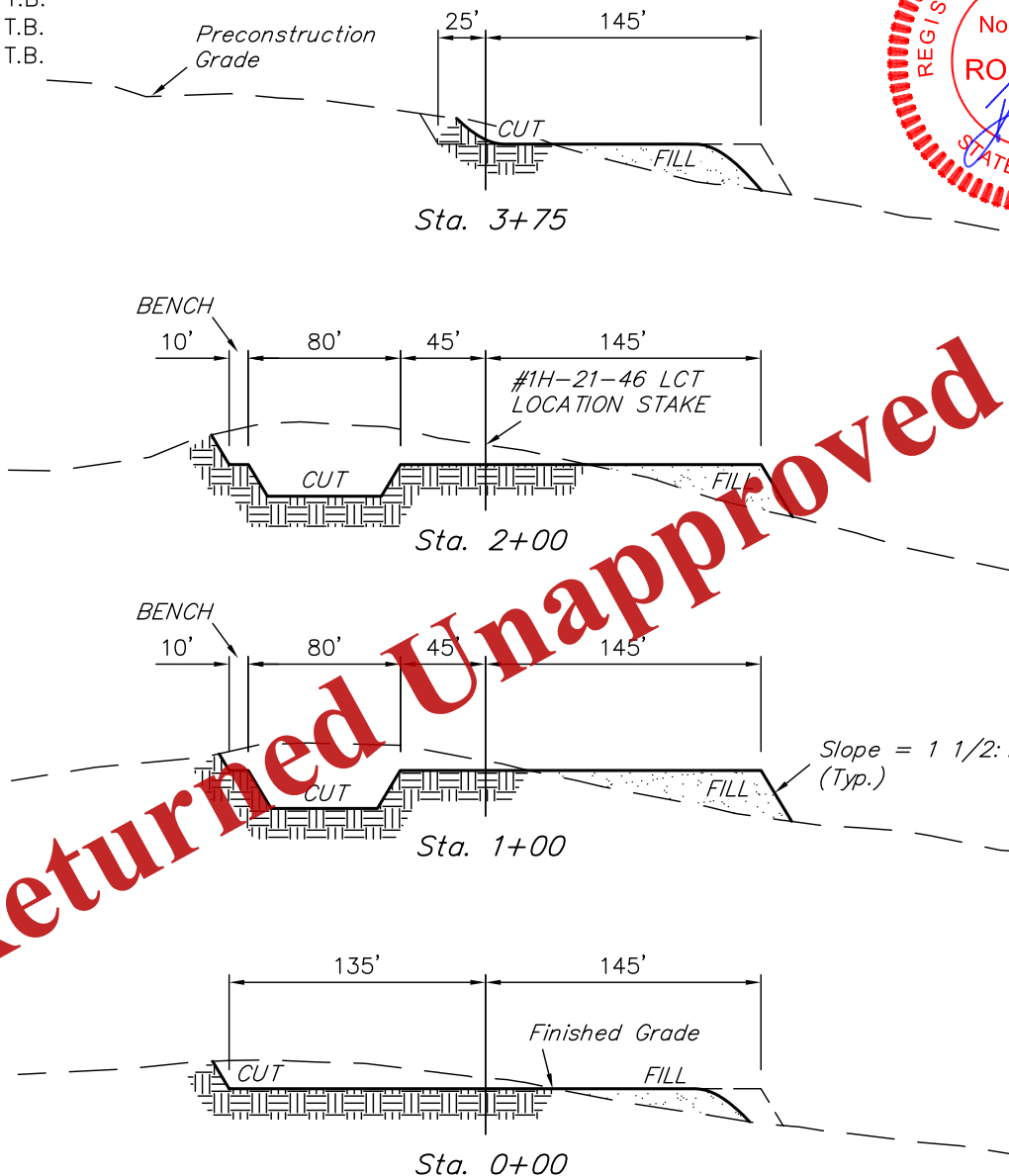
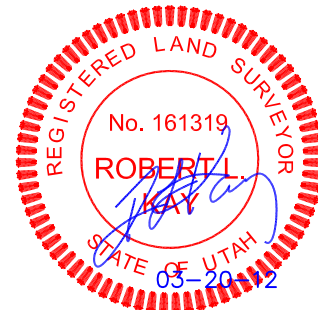
DRAWN BY: P.M.

REVISED: 01-18-12 T.B.

REVISED: 02-24-12 T.B.

REVISED: 03-01-12 T.B.

REVISED: 03-14-12 T.B.



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

* NOTE:

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(12") Topsoil Stripping = 4,110 Cu. Yds.
Remaining Location = 12,460 Cu. Yds.
TOTAL CUT = 16,570 CU.YDS.
FILL = 10,560 CU.YDS.

EXCESS MATERIAL = 6,010 Cu. Yds.
Topsoil & Pit Backfill = 6,010 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 0 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

Received: July 03, 2012

BILL BARRETT CORPORATION

TYPICAL RIG LAYOUT FOR

LC TRIBAL #1H-21-46 & #8H-21-46

SECTION 21, T4S, R6W, U.S.B.&M.

SW 1/4 NW 1/4

FIGURE #3

SCALE: 1" = 60'

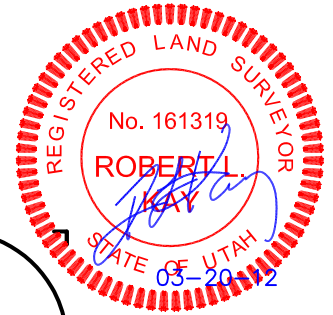
DATE: 01-18-12

DRAWN BY: T.B.

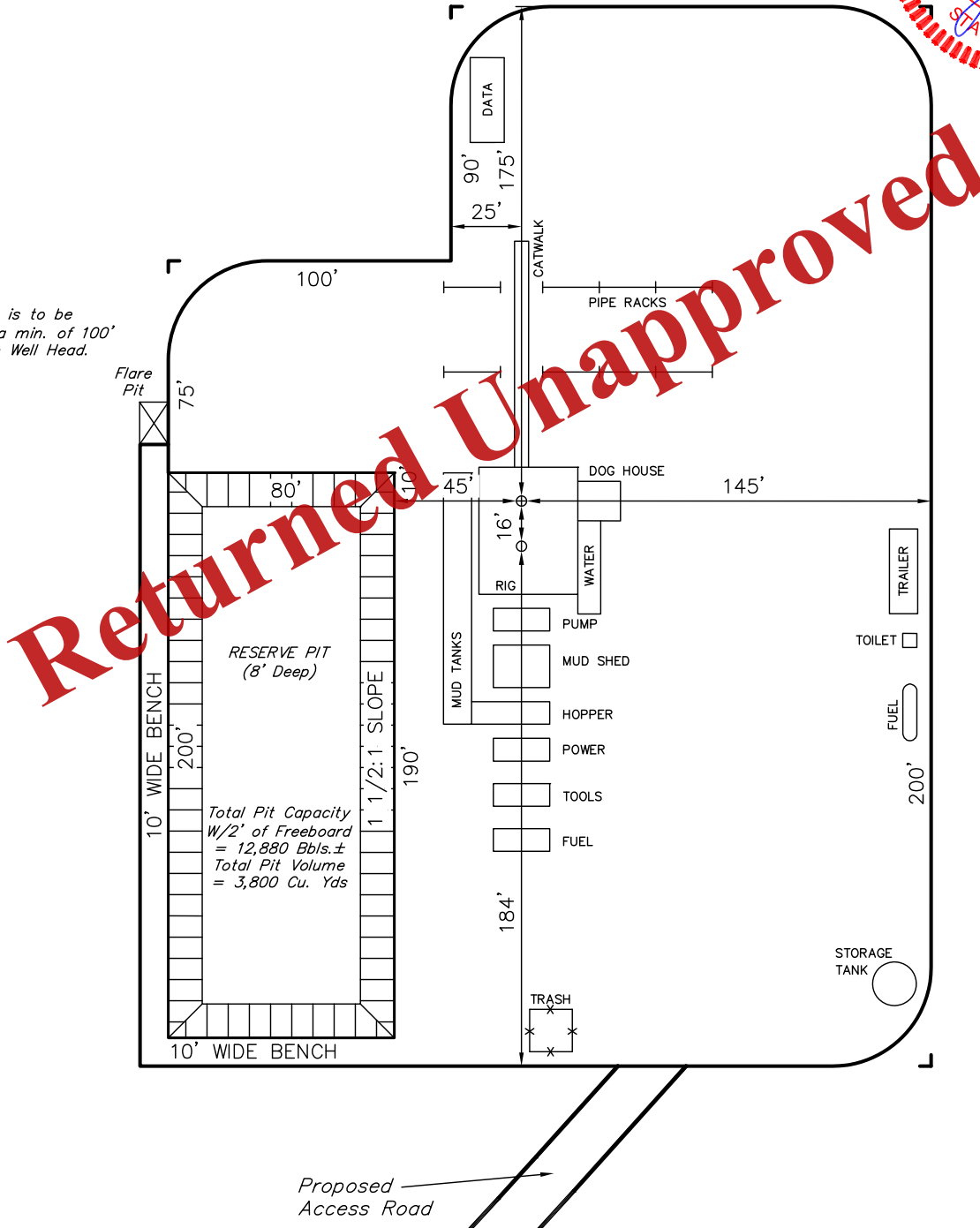
REVISED: 02-24-12 T.B.

REVISED: 03-01-12 T.B.

REVISED: 03-14-12 T.B.



NOTE:
Flare Pit is to be
located a min. of 100'
from the Well Head.



UINTAH ENGINEERING & LAND SURVEYING

85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

Received: July 03, 2012

BILL BARRETT CORPORATION

INTERIM RECLAMATION PLAN FOR

LC TRIBAL #1H-21-46 & #8H-21-46

SECTION 21, T4S, R6W, U.S.B.&M.

SW 1/4 NW 1/4

FIGURE #4

SCALE: 1" = 60'

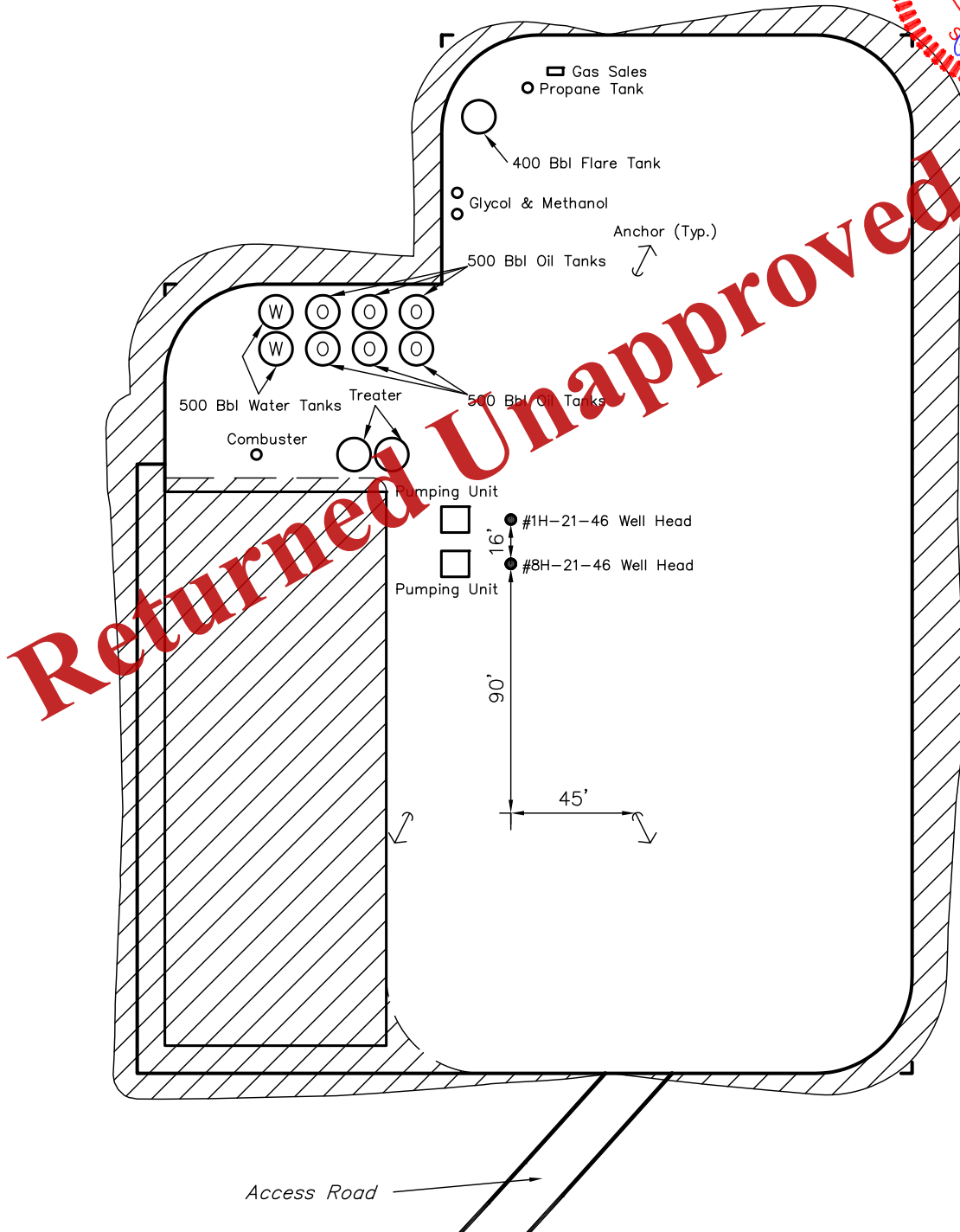
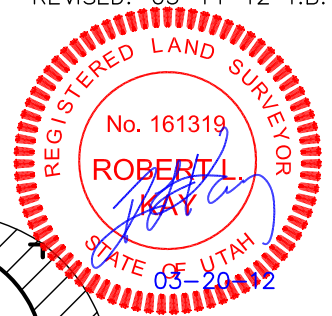
DATE: 01-18-12

DRAWN BY: T.B.

REVISED: 02-24-12 T.B.

REVISED: 03-01-12 T.B.

REVISED: 03-14-12 T.B.

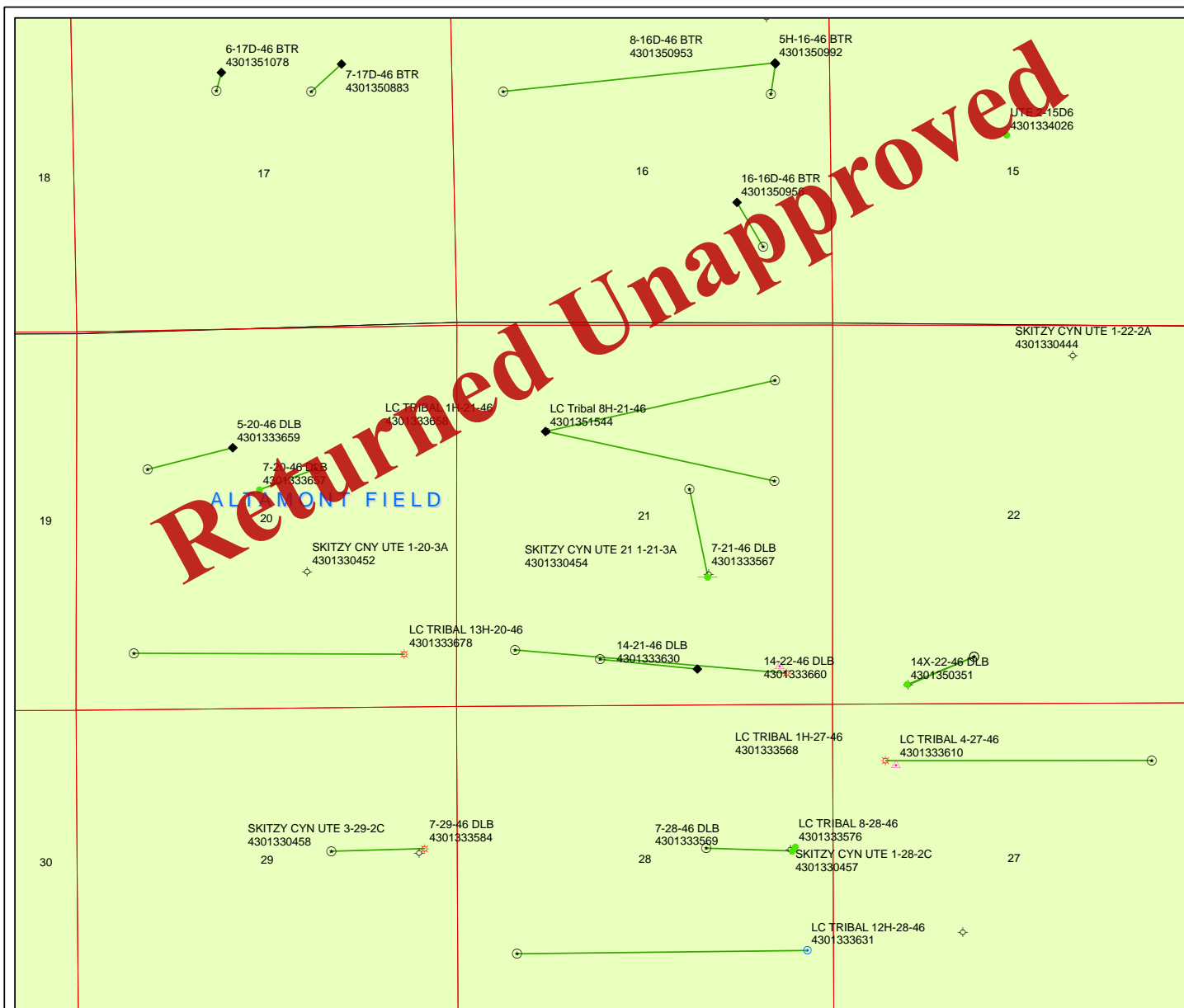


INTERIM RECLAMATION AREA

APPROXIMATE ACREAGES
UN-RECLAIMED = ± 1.693 ACRES

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

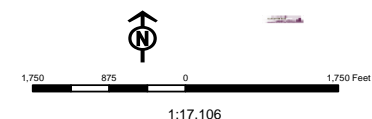
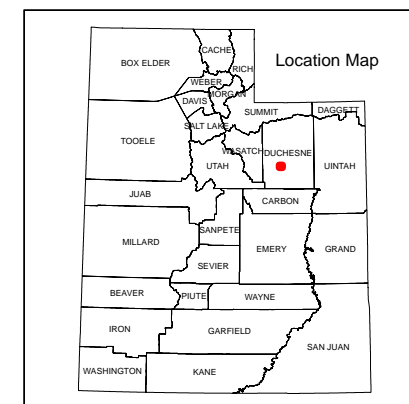
Received: July 03, 2012



API Number: 4301351544
Well Name: LC Tribal 8H-21-46
Township T04.0S Range R06.0W Section 21
Meridian: UBM
Operator: BILL BARRETT CORP

Map Prepared:
 Map Produced by Diana Mason

Units	Wells Query
STATUS	Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LOC - New Location
PI OIL	OPS - Operation Suspended
PP GAS	PA - Plugged Abandoned
PP GEOTHERML	PGW - Producing Gas Well
PP OIL	POW - Producing Oil Well
SECONDARY	SGW - Shut-in Gas Well
TERMINATED	SOW - Shut-in Oil Well
Fields	TA - Temp. Abandoned
Unknown	TW - Test Well
ABANDONED	WDW - Water Disposal
ACTIVE	WW - Water Injection Well
COMBINED	WSW - Water Supply Well
INACTIVE	Bottom Hole Location - Oil/Gas/Dib
STORAGE	
TERMINATED	



Received: July 19, 2012



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

December 11, 2012

BILL BARRETT CORP
1099 18th Street Ste 2300
Denver, CO 80202

Re: Application for Permit to Drill - DUCHESNE County, Utah

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the LC Tribal 8H-21-46 well, API 43013515440000 that was submitted July 03, 2012 is being returned unapproved. If you plan on drilling this well in the future, you must first submit a new application.

Should you have any questions regarding this matter, please call me at (801) 538-5312.

Sincerely,

Diana Mason
Environmental Scientist

Enclosure

cc: Bureau of Land Management, Vernal, Utah

RECEIVED

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

MAY 21 2012

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

1a. Type of Work: <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 1420H626108
1b. Type of Well: <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other <input type="checkbox"/> Single Zone <input checked="" type="checkbox"/> Multiple Zone		6. If Indian, Allottee or Tribe Name
2. Name of Operator BILL BARRETT CORPORATION		7. If Unit or CA Agreement, Name and No.
Contact: VENESSA LANGMACHER E-Mail: vlangmacher@billbarrettcorp.com		8. Lease Name and Well No. LC TRIBAL 8H-21-46
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8172 Fx: 303-291-0420	9. API Well No. 43-013-S1544
4. Location of Well (Report location clearly and in accordance with any State requirements. *) At surface SWNW 1520FNL 1215FWL 40.121594 N Lat, 110.572717 W Lon At proposed prod. zone SENE 2200FNL 800FEL 40.119853 N Lat, 110.561336 W Lon		10. Field and Pool, or Exploratory ALTAMONT
14. Distance in miles and direction from nearest town or post office* 13.65 MILES SOUTHWEST OF DUCHESNE, UT		11. Sec., T., R., M., or Blk. and Survey or Area Sec 21 T4S R6W Mer UBM
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig. unit line, if any) 800' (BOTTOM HOLE)	16. No. of Acres in Lease 640.00	12. County or Parish DUCHESNE
18. Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 1264'	19. Proposed Depth 8900 MD 5920 TVD	13. State UT
21. Elevations (Show whether DF, KB, RT, GL, etc.) 7099 GL	22. Approximate date work will start 11/01/2012	17. Spacing Unit dedicated to this well 640.00
		20. BLM/BIA Bond No. on file LPM8874725
		23. Estimated duration 60 DAYS (D&C)

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature (Electronic Submission)	Name (Printed/Typed) VENESSA LANGMACHER Ph: 303-312-8172	Date 05/14/2012
Title SENIOR PERMIT ANALYST		
Approved by (Signature) 	Name (Printed/Typed) Jerry Kenczka	Date NOV 09 2012
Title Assistant Field Manager Lands & Mineral Resources	Office VERNAL FIELD OFFICE	

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #137914 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 05/22/2012

RECEIVED
UDOGM NOV 19 2012

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

12LBPO389AE

NO NOS-



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: LC Tribal 8H-21-46
API No: 43-013-51544

Location: SWNW, Sec. 21, T4S, R6W
Lease No: 14-20-H62-6108
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

**SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

Additional Stipulations:

- All Production Equipment will be painted Beetle Green to help blend into the surrounding vegetation and meet VRM type objectives.
- The production equipment will be placed towards the front of the pad to maximize interim reclamation efforts on all well pads where applicable.
- Topsoil will be windrowed and be used for reclamation purposes only. Site specific reclamation plans are expected on all locations. Topsoil issues shall be discussed in the plan; especially if topsoil is stored for an extended period of time, topsoil shall be kept viable.
- See Exhibit One of the approved EA U&O-FY12-Q3-082 for additional mitigation measures that must be followed for this proposed action. Everything that applied to the original well drilled applies to this well location.

General Conditions of Approval:

- A 30' foot corridor right-of-way shall be approved. Upon completion of each pipeline in corridor, they shall be identified and filed with the Ute Tribe.
- The Ute Tribe Energy & Minerals Department is to be notified, in writing 48 hours prior to construction of pipelines.
- Construction Notice shall be given to the department on the Ute Tribe workdays, which are Monday through Thursday. The Company understands that they may be responsible for costs incurred by the Ute Tribe after hours.
- The Company shall inform contractors to maintain construction of pipelines within the approved ROW's.
- The Company shall assure the Ute Tribe that "ALL CONTRACTORS, INCLUDING SUB-CONTRACTORS, LEASING CONTRACTORS, AND ETC." have acquired a current and valid Ute Tribal Business License and have "Access Permits" prior to construction, and will have these permits in all vehicles at all times.
- You are hereby notified that working under the "umbrella" of a company does not allow you to be in the field, and can be subject to those fines of the Ute Tribe Severance Tax Ordinance.
- Any deviation of submitted APD's and ROW applications the Companies will notify the Ute Tribe and BIA in writing and will receive written authorization of any such change with appropriate authorization.
- Bill Barrett Corporation will implement a "Safety and Emergency Plan." The Company's safety director will ensure its compliance.
- All Company employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COA's, and/or ROW permits/authorizations on their person(s) during all phases of construction.

- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- The personnel from the Ute Tribe Energy & Minerals Department shall be notified should cultural remains from subsurface deposits be exposed or identified during construction. All construction will cease.
- Upon completion of Application for Corridor Right-Way, the company will notify the Ute Tribe Energy & Minerals Department, so that a Tribal Technician can verify Affidavit of Completion.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to TOC in the 7" Casing.
- Cement for the 7 inch casing shall be brought 200' above the surface casing shoe.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of

each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to BLM_UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

RECEIVED

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

OCT 07 2014

BLM

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. 1420H626430
2. Name of Operator BILL BARRETT CORPORATION Contact: CHRISTINA HIRTLE E-Mail: chrtiler@billbarrettcorp.com		6. If Indian, Allottee or Tribe Name UINTAH AND OURAY
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8597 Fx: 303-291-0420	7. If Unit or CA/Agreement, Name and/or No.
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 21 T4S R6W SWNW 1520FNL 1215FWL 40.121594 N Lat, 110.572717 W Lon		8. Well Name and No. LC TRIBAL 8H-21-46
		9. API Well No. 43-013-51544-00-X1
		10. Field and Pool, or Exploratory ALTAMONT
		11. County or Parish, and State DUCHESNE COUNTY, UT

RECEIVED

NOV 06 2014

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

DIV. OF OIL & GAS MINING

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other Change to Original APD
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is submitting this sundry to request a two year extension from the date the existing APD expires of 11/9/2014

APD - 11/9/12

NKAA - EA - 2013-029

VERNAL FIELD OFFICE

ENG. _____

GEOL. _____

E.S. _____

PET. _____

RECL. _____

14. I hereby certify that the foregoing is true and correct.

Electronic Submission #269146 verified by the BLM Well Information System

For BILL BARRETT CORPORATION, sent to the Vernal

Committed to AFMSS for processing by JOHNETTA MAGEE on 10/14/2014 (15JM0041SE)

Name (Printed/Typed) CHRISTINA HIRTLE

Title PERMIT ANALYST

Signature (Electronic Submission)

Date 10/07/2014

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By _____
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Assistant Field Manager
Lands & Mineral Resources

OCT 29 2014
Date

VERNAL FIELD OFFICE

Office

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ****

UDOGM

Revisions to Operator-Submitted EC Data for Sundry Notice #269146

	Operator Submitted	BLM Revised (AFMSS)
Sundry Type:	OTHER NOI	APDCH NOI
Lease:	1420H626108	1420H626430
Agreement:		
Operator:	BILL 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303-312-8597	BILL BARRETT CORPORATION 1099 18TH STREET SUITE 2300 DENVER, CO 80202 Ph: 303.312.8546
Admin Contact:	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chirtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chrtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420
Tech Contact:	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chirtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420	CHRISTINA HIRTLER PERMIT ANALYST E-Mail: chrtler@billbarrettcorp.com Cell: 303-325-4496 Ph: 303-312-8597 Fx: 303-291-0420
Location:		
State:	UT	UT
County:	DUCHESNE	DUCHESNE
Field/Pool:	ALTAMONT	ALTAMONT
Well/Facility:	LC TRIBAL 8H-21-46 Sec 21 T4S R6W Mer UBM SWNW 1520FNL 1215FWL	LC TRIBAL 8H-21-46 Sec 21 T4S R6W SWNW 1520FNL 1215FWL 40.121594 N Lat, 110.572717 W Lon

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent APD Extension

Lease: 1420H626430
Well: LC Tribal 8H-21-46
Location: SWNW Sec 21-T4S-R6W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on 11/09/2016.
2. No other extensions shall be granted.

If you have any other questions concerning this matter, please contact Robin L Hansen of this office at (435) 781-2777